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Florida Department of State  
Division of Corporations  
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To:  
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Fax Number : (850)922-4001

From:  
Account Name : LAMONT & NEIMAN, P.A.  
Account Number : I20000000051  
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FLORIDA PROFIT CORPORATION OR P.A.

MARANGES MANAGEMENT, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
MARANGES MANAGEMENT, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

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**ARTICLE I**

The name of the corporation shall be:

**MARANGES MANAGEMENT, INC.**

**ARTICLE II**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 1000 shares of Class A Common Stock; and
- B. 9,000 shares of Class B Common Stock.

All of said shares (without regard to Class) shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of Class B Common Stock shall not be entitled to vote, individually or as a Class, (b) a holder of Class A Common Stock shall be entitled to cast one vote per share only if such holder is RAMON MARANGES or a member of his family, otherwise a holder of shares of Class A Common Stock

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shall have no voting rights whatsoever. For purposes of the preceding sentence, members of the family of RAMON MARANGES shall include only CARMEN C. MARANGES, his lineal descendants, whether natural or adopted; trusts for the exclusive use and benefit of any such individuals; and partnerships and corporations but only while owned exclusively by such individuals and trusts. At the earliest time that a share of Class A Common Stock is owned by any person other than RAMON MARANGES or a member of his/her family, such share shall thereupon automatically become a share of Class B Common Stock for all purposes without any further action whatsoever.

**ARTICLE V**

The initial registered agent and street address of the initial registered office of the corporation shall be:

LAMONT & NEIMAN, P.A.  
Two South Biscayne Boulevard  
Suite 3550  
Miami, Florida 33131

**ARTICLE VI**

This corporation shall have three (3) directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Ramon Maranges  
8460 S.W. 83<sup>rd</sup> Court  
Miami, Florida 33143

Carmen C. Maranges  
8460 S.W. 83<sup>rd</sup> Court  
Miami, Florida 33143

Raymond Maranges  
2820 Banyan Boulevard Circle  
Boca Raton, Florida 33431

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

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**ARTICLE VII**

The name and address of the incorporator of the corporation is:

Raymond Maranges  
2820 Banyan Boulevard Circle  
Boca Raton, Florida 33431

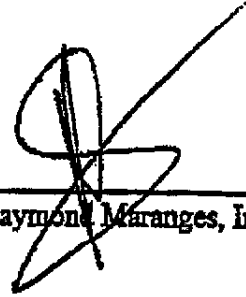
**ARTICLE VIII**

The mailing address of the corporation is:

Maranges Management, Inc.  
2025 N.W. 102<sup>nd</sup> Avenue  
Suite 111-112  
Miami, Florida 33172

Executed at Miami, Florida, this 14 day of December

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\_\_\_\_\_  
Raymond Maranges, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of MARANGES MANAGEMENT, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 14 day of December, 2000.

LAMONT & NEIMAN, P.A.

By:   
\_\_\_\_\_  
JAN S. NEIMAN, Secretary/  
Registered Agent

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